

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**NOTICE OF AUCTION RESULTS
REGARDING SALE OF
SUBSTANTIALLY ALL OF THE
DEBTOR'S ASSETS**

Auction Date: June 2, 2023

Cash Cloud, Inc. dba Coin Cloud ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case"), by and through its counsel Fox Rothschild LLP; respectfully submit this *Notice of Auction Results Regarding Sale of Substantially All of the Debtors Assets*, and represent as follows:

1. on April 7, 2023, Debtor filed a *Motion for Entry of an Order: (A) Approving Auction and Bidding Procedures for Potential Plan Sponsors or the Purchase of Substantially All of the Debtors Assets; (B) Approving Form Notice to Be Provided to Interested Parties; and (C) Scheduling a Hearing to Consider Approval of the Highest and Best Transaction, Cure Objections, and Confirmation of the Proposed Toggle Plan* [ECF No. 392]; (the "Sale Motion").¹

¹ Capitalized terms not defined herein shall have the meanings assigned to them in the Sale Motion.

2. On April 27, 2023, the Court entered the *Order Establishing Bidding Procedures and Related Deadlines* [ECF No. 483] (the “Bid Procedures Order”).

3. The Bid Procedures Order approved Bidding Procedures governing the sale of substantially all of Debtor’s assets.

4. In accordance with the Bid Procedures Order, Debtor held an auction for the purchase of substantially all of the Debtor’s assets (the “Sale”) on June 2, 2023. Heller Capital, LLC and Genesis Coin, Inc. (collectively “Heller Capital”) was the Successful Bidder, with a Successful Bid of \$5,700,000.00, subject to the terms and conditions of its bid.

5. Additionally, Christopher McAlary (“Mr. McAlary”) was the Successful Bidder for the purchase of the equity interests and assets of Coin Cloud Brasil Ativos Digitais Ltda (“Coin Cloud Brazil”), with a Successful Bid of \$50,000.00 and repayment of the receivable (the “Brazil Receivable”) owed to Debtor from Coin Cloud Brazil in the approximate amount of \$600,000.00, as subject to the terms and conditions of his bid.

6. Heller Capital and Debtor intend to implement Heller Capital’s purchase of the assets, and Mr. McAlary’s purchase of Coin Cloud Brazil, through a sale pursuant to 11 U.S.C. § 363.

7. The Stalking-Horse Bidder, RockItCoin, LLC is designated as the Back-Up Bidder with a Qualified Bid in the amount of \$3,237,000.00 subject to the terms and conditions of its bid.

Dated this 5th day of June 2023.

FOX ROTHSCHILD LLP

By: /s/Brett A. Axelrod
 BRETT A. AXELROD, ESQ.
 Nevada Bar No. 5859
 NICHOLAS A. KOFFROTH, ESQ.
 Nevada Bar No. 16264
 ZACHARY T. WILLIAMS, ESQ.
 Nevada Bar No. 16023
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
Counsel for Debtor Counsel for Debtors